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9  
10 **UNITED STATES DISTRICT COURT  
DISTRICT OF NEVADA**

11 DENIS BOURQUE, Derivatively on behalf of  
12 Nominal Defendant, ZOOMPASS HOLDINGS,  
INC.,

13 Plaintiff,

14 v.

15 JOHN ROBERT LEE, STEVE ROBERTS,  
16 JONATHAN TONDEUR, and EDWARD  
YEW,

17 Defendants,

18 and

19 ZOOMPASS HOLDINGS, INC.

20  
21 Nominal Defendant.

Case No. 2:18-cv-00776-JAD-CWH

**STIPULATION AND [PROPOSED]  
ORDER CONCERNING SERVICE  
OF PROCESS AND STAYING  
PROCEEDINGS**

22 WHEREAS Plaintiff Denis Bourque (“Plaintiff”) filed his Complaint on March 23, 2018, in  
23 the Eighth Judicial District Court for Clark County of the State of Nevada, in which he alleged, among  
24 other things, breaches of fiduciary duty, unjust enrichment, and waste of corporate assets derivatively  
25 on behalf of Nominal Defendant Zoompass Holdings, Inc. (the “Nominal Defendant”) against  
26 Defendants John Robert Lee, Steve Roberts, Edward Yew, and Jonathan Tondeur (collectively, the  
27 “Individual Defendants,” and together with the Nominal Defendant, the “Defendants”);  
28

1 WHEREAS the Individual Defendants filed a Notice of Removal to this Court on April 27,  
2 2018;

3 WHEREAS the Individual Defendants filed an Amended Notice of Removal on May 1, 2018;

4 WHEREAS Plaintiff does not object to the Removal of the matter pursuant to the terms of this  
5 Stipulation;

6 WHEREAS pending before the United States District Court for the District of New Jersey is  
7 *Patel v. Zoompass Holdings, Inc.*, 2:17-cv-03831 (the “Securities Class Action”), a putative class  
8 action alleging violations of the Securities Exchange Act of 1934 and regulations promulgated  
9 thereunder;

10 WHEREAS the plaintiff in the Securities Class Action filed an Amended Complaint on  
11 November 20, 2017, the defendants therein filed a Motion to Dismiss the Amended Complaint on  
12 January 19, 2018, an opposition thereto was filed on March 20, 2018, and a reply in support thereof  
13 was filed on April 19, 2018;

14 WHEREAS pending before the United States District Court for the District of Nevada, the  
15 Honorable Andrew P. Gordon presiding, is *Kluge v. Lee*, 2:17-cv-02578, filed on October 4, 2017 and  
16 consolidated with *Johnson v. Lee*, 2:17-cv-2949 (the “2017 Derivative Action”), a putative derivative  
17 action on behalf of Nominal Defendant alleging, among other things, breach of fiduciary duty;

18 WHEREAS the parties in the 2017 Derivative Action have stipulated to, and the Court has so-  
19 ordered, a stay of proceedings in that case;

20 WHEREAS Plaintiff’s Complaint in the above-captioned matter alleges certain misconduct  
21 that is similar to the misconduct alleged in the Securities Class Action and the 2017 Derivative Action;  
22 and

23 WHEREAS Plaintiff, the Individual Defendants, and the Nominal Defendant wish to promote  
24 the efficient and orderly administration of justice by coordinating the above-captioned derivative  
25 matter and the 2017 Derivative Action with the Securities Class Action while simultaneously litigating  
26 the Securities Class Action.

1 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the  
2 undersigned counsel for the Plaintiff, the Individual Defendants, and the Nominal Defendant. that:

- 3 (1) The undersigned counsel for the Individual Defendants hereby accept service of the  
4 Complaint filed in the above-captioned matter on behalf of all Defendants, including  
5 the Individual Defendants, as of the date set forth below;
- 6 (2) By authorizing their counsel to accept service on their behalf, the Individual Defendants  
7 waive any and all objections to the absence of a summons or of service, and also waive  
8 any and all objections otherwise relating to personal jurisdiction of this Court over  
9 Defendants, but do not waive any other defense, objection, or ground for dismissal that  
10 they may have otherwise raised in response to this action.
- 11 (3) All activity in the above-captioned matter shall be stayed, and the Defendants shall  
12 need not answer, move, or otherwise respond to Plaintiff's Complaint, or any amended  
13 complaint, during the pendency of the stay;
- 14 (4) Should any of the Defendants produce during the pendency of the stay any documents  
15 to any plaintiffs in the Securities Class Action, to any plaintiffs in any related derivative  
16 actions, or to any purported shareholders who made a books and records demand,  
17 Defendants will produce to Plaintiff a copy of the same documents, subject to the  
18 parties entering into a confidentiality agreement and/or protective order;
- 19 (5) During the pendency of the stay, Defendants shall include Plaintiff in any mediation  
20 and any formal settlement talks with the plaintiffs in the Securities Class Action and  
21 shall include Plaintiff in any mediation and any formal settlement talks with any  
22 plaintiff in any related derivative lawsuit;
- 23 (6) Plaintiff may lift the stay of the above-captioned matter at any time by (i) making a  
24 request to the Court, and (ii) by transmitting notice to counsel for the nominal defendant  
25 via e-mail at the e-mail addresses listed below;
- 26 (7) Defendants shall promptly notify Plaintiff of any related derivative lawsuits that any  
27 of them become aware of;
- 28

- 1 (8) During the pendency of the stay, Plaintiff may amend the Complaint;
- 2 (9) The Individual Defendants and the Nominal Defendant shall answer, move, or
- 3 otherwise respond to Plaintiff's Complaint, or instead the operative amended
- 4 complaint, if any amended complaint has been filed, within sixty (60) days after they
- 5 receive a request to lift the stay, except as described in Paragraph 11, *infra*;
- 6 (10) Should any other derivative case be filed in any forum subsequent to the above-
- 7 captioned matter that alleges and seeks relief from the same or similar alleged
- 8 misconduct as that alleged in the above-captioned matter, the Individual Defendants
- 9 and the Nominal Defendants shall either agree to, or move for, a stay of said later-filed
- 10 action;
- 11 (11) Should a later-filed action such as is described in Paragraph 10, *supra*, not be stayed,
- 12 Plaintiff in the above-captioned matter may lift the stay of the above-captioned matter
- 13 by following the requirements of Paragraph 6, *supra*, but in such circumstance the
- 14 Individual Defendants and the Nominal Defendant shall answer, move, or otherwise
- 15 respond to Plaintiff's Complaint, or instead the operative amended complaint, if any
- 16 amended complaint has been filed, within twenty (20) days after they receive a request
- 17 to lift the stay; and
- 18 (12) Should any other derivative case be filed in any forum that alleges and seeks relief from
- 19 the same or similar alleged misconduct as that alleged in the above-captioned matter,
- 20 the Individual Defendants and the Nominal Defendant shall never move to stay the
- 21 above-captioned action in deference to the later-filed action.
- 22
- 23

24 Dated: May 25, 2018

25 **MCDONALD CARANO, LLP**

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27 By: /s/ Pat Lundvall

28 Pat Lundvall, Esq.  
Nevada Bar No. 3761

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*Attorneys for Defendants John Robert Lee, Steve  
Roberts, Edward Yew, and Jonathan Tondeur, and for  
Nominal Defendant Zoompass Holdings, Inc.*

**MUEHLBAUER LAW OFFICE, LTD.**

By: **/s/ Andrew R. Muehlbauer**

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**OF COUNSEL:**

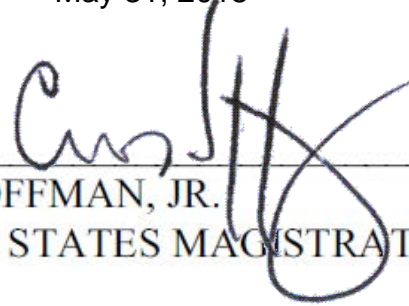
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*Attorneys for Plaintiff Denis Bourque*

IT IS SO ORDERED.

DATED: May 31, 2018

A handwritten signature in blue ink, appearing to read 'C.W. Hoffman, Jr.', is written over a horizontal line.

C.W. HOFFMAN, JR.  
UNITED STATES MAGISTRATE JUDGE

**CERTIFICATE OF SERVICE**

I certify that on the 25<sup>th</sup> day of May, 2018, I caused a true and correct copy of the foregoing  
**STIPULATION AND [PROPOSED] ORDER CONCERNING SERVICE OF PROCESS AND  
STAYING PROCEEDINGS** to be electronically serviced to counsel of record for all parties via the  
United State District Court's CM/ECF e-filing and service system.

./s/ Witty Huang  
An employee of Muehlbauer Law Office, Ltd.